

BYLAWS

OF

ST. PETER'S BY THE SEA EPISCOPAL CHURCH IN MORRO BAY, CALIFORNIA

*Approved October 6, 1980
Amended November 7, 1992
Amended January 16, 1994
Amended February 12, 1995
Amended January 26, 2003*

ARTICLE 1

CONSTITUTION AND CANONS AS PART OF BYLAWS

Section 1.1: The Constitution, Canons, Rules, Regulations and Discipline of The Episcopal Church in the United States of America ("National Canons"), and of the Diocese of El Camino Real ("Diocesan Canons"), shall, unless contrary to the laws of the State of California, be a part of the bylaws of this Parish and shall prevail against any inconsistent provision in these bylaws.

ARTICLE 2

MEMBERS AND COMMUNICANTS OF THE PARISH

Section 2.1: All baptized persons whose baptism has been duly recorded in the Register of this Parish, or of the organized Mission from which it was formed, are members of this Parish.

Section 2.2: All such baptized persons who have fulfilled the requirements of regular worship (as defined in Title II, Canon 1, of the National Canons) during the previous twelve months, unless unable to for good cause, are members in good standing of this Parish.

Section 2.3: All such members in good standing who have been confirmed by a Bishop of this Church, or a Bishop of a Church in communion with this Church, or have been received into this Church by a Bishop of this Church, and whose confirmation or reception has been recorded in the Parish Register or in the preceding Mission Register, and who have received Holy Communion at least three times during the previous twelve months, unless unable for good cause, are communicants in good standing of this Parish. The Rector shall determine who is a communicant in a manner consistent with National and Diocesan Canons and subject to appeal to the Bishop.

Section 2.4: Membership in the Parish shall terminate if the member withdraws or ceases to possess the qualifications for membership, or ceases to conform to the National Canons.

Section 2.5: The terms and conditions for members and communicants, as set forth in the National Canons and Diocesan Canons, shall apply in addition to the terms and conditions set forth in this Article.

ARTICLE 3

PARISH MEETINGS

Section 3.1: All Parish meetings shall be held in the Parish Church premises unless, for good cause, the Vestry shall designate some other meeting place and such designation is included in the notice given of the meeting.

Section 3.2: There shall be an Annual Parish Meeting each year, to be held before February 15 each year, at which Vestry members and Delegates to Diocesan Convention shall be elected.

Section 3.3: A special meeting may be called by the Rector or by vote or written request by a majority of the Vestry.

Section 3.4: Notice of the date, time and place of any Parish meeting shall be given by mail to the entire Parish at least one (1) week in advance. The purpose of the meeting shall be stated in the notice.

Section 3.5: A quorum for any meeting of the members of the Parish, duly called and noticed, shall consist of not less than one tenth (10%) of the members of the Parish who qualify as electors under provisions of Section 3.7.

Section 3.6: No Parish meeting shall be valid unless the Rector or one of the Wardens is present.

Section 3.7: At every Parish meeting, any communicant in good standing of this Parish fourteen (14) years of age or older, whose confirmation or reception shall have been registered on the Parish Register for six months immediately preceding such Parish meeting, or other member of this Parish who has for the same period been registered on the books of the Treasurer as a regular contributor to the support of the Parish by a current stated pledge, shall be entitled to vote.

Section 3.8: No person shall be entitled to vote by proxy.

ARTICLE 4

NOMINATIONS AND ELECTIONS

Section 4.1: Nominations of Vestry members and Delegates to Diocesan Convention shall be presented to the Annual Parish Meeting by a Nominating Committee appointed by the Vestry.

Section 4.2: All nominees shall be communicants in good standing of this Parish and registered on the books of the Treasurer as a regular contributor to the support of the Parish by a current stated pledge.

Section 4.2A: Nominees for Vestry may not be a member of the immediate family of a vestry member whose term would coincide with that of the nominee if elected. Immediate family is defined as spouse, child, grandchild, parent or grandparent.

Section 4.3: The retiring members of the Vestry in any year shall not be eligible for re-election for a period of one (1) year, provided that a member of the Vestry elected for a term of less than one year, or appointed to fill a vacancy of less than one year, shall, at the expiration thereof, be eligible for a term of three (3) full years.

Section 4.4: Additional nominations may be presented from the floor.

Section 4.5: A majority vote shall be required to elect each new member of the Vestry. If election for all vacancies is not accomplished on the first ballot, the candidates on the second and any subsequent ballot shall be those of the remaining nominees who received the highest number of votes on the previous ballot, constituting one more than the number of remaining vacancies to be filled.

Section 4.6: In the case of election of Delegates and Alternates to Diocesan Convention, the nominees shall be ranked in order of the highest to lowest number of votes received; those receiving the highest number of votes, up to the number of Delegates authorized according to Diocesan Canons, shall be deemed elected Delegates; the next group, up to the number authorized, shall be deemed elected Alternate Delegates.

ARTICLE 5

THE VESTRY

Section 5.1: The affairs and the business of the corporation shall be managed and conducted by the Rector, Wardens and Vestry of the Parish, who shall have the powers and duties of a board of directors of a corporation under the laws of the State of California, subject to these Bylaws and the Constitution and Canons of The Episcopal Church in the Diocese of El Camino Real.

Section 5.2: The number of the Vestry shall be ten (10) including the Rector, ex officio. The nine (9) adult (18 years or older), lay members shall be elected for three (3) year terms, with three or more new members elected each year. Re-election may occur after an interval of one (1) year. The number of the Vestry may be changed within the limits of six (6) and fourteen (14) by amendment of this section.

Section 5.2A: An additional youth member of the Vestry may be elected, making the number of the Vestry eleven (11). This person shall be between the ages of 14 and 18 years on the date of the election.

Section 5.3: The term of each member of the Vestry shall begin at the next meeting of the Vestry following the Annual Parish Meeting at which the member is elected and shall continue until a successor is elected at the Annual Parish Meeting in the year in which the term of such member expires.

Section 5.4: The vestry shall have power:

Section 5.4.1: To elect, appoint or remove at pleasure all the officers, agents and employees of the Parish not otherwise provided for; to prescribe duties for them not inconsistent with Diocesan Canons and these Bylaws; to fix their compensation and to require from them security for faithful service.

Section 5.4.2: To conduct, manage, and control the temporal affairs and business of the Parish as agents and legal representatives of the Parish in all matters concerning its corporate property and relations of the Parish to its Clergy.

Section 5.4.3: To appoint committees, as it deems necessary, to facilitate the management and control of the Parish. Committee action must be approved by the Vestry unless the committee has been expressly empowered to act on behalf of the Vestry.

Section 5.4.4: Subject to the limitations of the Diocesan Canons, to borrow money and incur indebtedness for the purposes of the Parish.

Section 5.4.5: To call special Parish meetings.

Section 5.5: The regular meeting of the Vestry shall be held monthly on the same day and time, as determined by the Vestry.

Section 5.6: Special meetings of the Vestry may be called at any time by the Rector; or, in the Rector's absence or inability or refusal to act, the Senior Warden, or the Junior Warden, or by any two members of the Vestry. Notice of special meetings shall be given to all members of the Vestry before the meeting. If members cannot be contacted at their residences, a telephonic contact by the Rector, or a Warden, shall be sufficient notice for purposes of this section.

Section 5.7: The presence of a majority of the qualified and acting members of the Vestry shall be necessary to constitute a quorum of the Vestry for the transaction of business. Every decision made by a majority present at a meeting lawfully called and held at which a quorum is present shall be regarded as an act of the Vestry.

Section 5.8: No meetings of the Vestry shall be valid unless the Rector or one of the Wardens is present.

Section 5.9: Any action required or permitted to be taken by the Vestry may be taken without a meeting, if all members of the Vestry shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Vestry. Such action by written consent shall have the same force and effect as an unanimous vote of the members of the Vestry.

Section 5.10: A vacancy in the Vestry shall exist in case of death, resignation, removal or inability to act of any member of the Vestry. If the members of the Parish fail to elect the authorized number of Vestry members or if the authorized number of Vestry members is increased, then a vacancy shall exist. A vacancy may be filled by a majority vote of the remaining Vestry members, if a quorum exists. If no quorum exists, a Parish meeting must be called to elect members to fill the vacancy or vacancies.

Section 5.11: Absence from three (3) consecutive regularly scheduled Vestry meetings, or failure to remain current on a stated pledge, may be cause for removal from the Vestry at the discretion of a majority of the Vestry. Where possible, consultation with the Rector or other Vestry person must precede the removal.

ARTICLE 6

OFFICERS

Section 6.1: The officers of this Parish shall consist of a President, ex officio, who shall be the canonically elected Rector of the Parish; a First Vice President, who shall be the Senior Warden; a Second Vice President, who shall be the Junior Warden; a Clerk of the Vestry (Secretary) and a Treasurer. The Clerk of the Vestry and the Treasurer need not be members of the Vestry.

Section 6.2: The Senior Warden and the Junior Warden shall be members of the Vestry. All of the officers, other than the Rector and the Senior Warden, shall be elected by the Vestry. The Senior Warden shall be appointed by the Rector. If there is no Rector, the Senior Warden shall be elected by the Vestry. The offices of Clerk of the Vestry and Treasurer may be held by the same person.

Section 6.3: The officers of the corporation, excluding the President, shall be elected annually.

ARTICLE 7

PRESIDENT

Section 7.1: The powers and duties of the Rector, as President, are:

Section 7.1.1: To preside at all Parish meetings, Vestry meetings and meetings of any Parish organization.

Section 7.1.2: To execute in behalf of the Parish all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates, and other papers and instruments, in writing, that may require the same, and to supervise and control, subject to the direction of the Vestry, all of the officers, agents and employees of the Parish.

Section 7.2: The Rector of the Parish, or if there be no Rector, the Minister in Charge thereof, or if there be no Minister in Charge, then one of the Wardens, shall keep a suitable book, to be known as the "Parish Register", in which shall be entered all records prescribed by the National and Diocesan Canons.

Section 7.3: The Rector, subject to the control of the Bishop of The Episcopal Church in the Diocese of El Camino Real, shall have exclusive charge of all things pertaining to, or affecting the spiritual interest of the Parish.

Section 7.4: Whenever the Rector shall resign or the Rectorship of the Parish shall otherwise become vacant, the Vestry shall proceed to fill such vacancy in the manner prescribed in the Diocesan Canons.

ARTICLE 8

VICE PRESIDENTS

Section 8.1: The powers and duties of the Senior Warden as First Vice President and the Junior Warden as Second Vice President are:

Section 8.1.1: In case the Parish be without a Rector, or the Rector be absent or unable to act, the Vice presidents, according to seniority, shall exercise the powers and perform the duties as President, as the same are set forth in Article 7.

ARTICLE 9

CLERK OF THE VESTRY

Section 9.1: The powers and duties of the Clerk of the Vestry (also known as Secretary) of the corporation, are:

Section 9.1.1: To keep in the Parish office a current copy of the National Canons, Diocesan Canons, Parish Bylaws and Minute Book of the Parish. They shall be available to members of the Parish at all reasonable times.

Section 9.1.2: To keep a complete and authentic record of the proceedings of the Vestry and of the Parish meetings, and to enter the same in the Minute Book of the Parish.

Section 9.1.3: To prepare and send required notices of meetings and proposals.

Section 9.1.4: To perform all duties pertaining to the office of Clerk of the Vestry as required by the Vestry or by law.

ARTICLE 10

TREASURER

Section 10.1: The powers and duties of the Treasurer (also known as Chief Financial Officer or Financial Officer) are:

Section 10.1.1: To cause all moneys of the Parish to be received and kept safely, and to cause them to be deposited in the name of the Parish in such bank or banks as the Vestry may designate, and cause the same to be disbursed by such bank or banks on checks signed by the authorized Vestry members and others authorized by the Vestry. The Treasurer may not have signature authority on any financial accounts.

Special funds may be placed in charge of special trustees by resolution of the Vestry. The Treasurer may not be a special trustee of any financial account.

Section 10.1.2: To cause Parish bills to be paid as authorized by the Vestry.

Section 10.1.3: To keep full and accurate financial records and to render regular financial statements as required by the Rector and the Vestry.

Section 10.1.4: To submit, at the Annual Parish Meeting, a complete statement of the Financial accounts for the past year.

Section 10.1.5: To qualify for a fidelity bond as required by the Vestry.

Section 10.1.6: To perform all duties pertaining to the office of the Treasurer, as required by the Vestry or by law.

ARTICLE 11

AMENDMENTS

Section 11.1: These Bylaws may be amended by a majority of a quorum of the members at the Annual Meeting, or at a special Parish meeting called for this purpose. Notice of this Parish meeting shall be published in the church bulletin at least one (1) week before the meeting.

-----End of Bylaws-----

CERTIFICATE OF CLERK OF THE VESTRY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Clerk of the Vestry of ST. PETER'S BY THE SEA EPISCOPAL CHURCH IN MORRO BAY, a California nonprofit corporation; and
2. That the foregoing Bylaws comprising seven pages constitute the Bylaws of the corporation as duly adopted at the Annual Meeting duly held on January 26, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation this 26th day of January, 2003.

Clerk of the Vestry